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**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

In re:
 USA CAPITAL FIRST TRUST DEED FUND,
 LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

Affects:

- ☐ All Debtors
- ☒ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

Case Nos. BK-S-06-10725 LBR
 Case Nos. BK-S-06-10726 LBR
 Case Nos. BK-S-06-10727 LBR
 Case Nos. BK-S-06-10728 LBR
 Case Nos. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

**NOTICE OF HEARING ON MOTION
 TO SELL UNDER SECTION 363 ALL
 COMMERCIAL MORTGAGE
 ASSETS OF DEBTOR USA
 COMMERCIAL MORTGAGE
 COMPANY IN THE PLACER
 VINEYARDS LOANS TO COMPASS
 USA SPE, LLC [AFFECTS DEBTOR
 USA COMMERCIAL MORTGAGE
 COMPANY]**

Date of Hearing: March 27, 2007
 Time of Hearing: 9:30 a.m.

SCHWARTZER & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
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NOTICE IS HEREBY GIVEN that Debtor in Possession USA COMMERCIAL MORTGAGE COMPANY ("USACM"), by and through its counsel, has filed a "Motion To Sell Under Section 363 All Commercial Mortgage Assets of Debtor USA Commercial Mortgage Company in the Placer Vineyards Loans to Compass USA SPE, LLC" (the "Motion"), requesting that the Court authorize USACM to do the following: (a) authorize USACM pursuant to 11 U.S.C. §§ 363(b)(1) and 363(f) to sell to Compass the Placer Vineyard Commercial Mortgage Assets, free and clear of all liens, claims, encumbrances and interests pursuant to 11 U.S.C. § 363(f), for the purchase price of \$300,000, and (b) authorize USACM to execute all documents and take all other necessary steps required to implement any of the foregoing actions.

The sale of the Placer Vineyards Commercial Mortgage Assets to Compass IS SUBJECT TO HIGHER AND BETTER OFFERS for the Placer Vineyards Commercial Mortgage Assets. Any such higher and better offers for the Placer Vineyards Commercial Mortgage Assets must be in writing and must be received by the undersigned attorneys for USACM at least two (2) business days prior to the hearing before the Bankruptcy Court on this Motion. Any exceptions to this deadline must be approved by the Bankruptcy Court. If other written offers are submitted for the Placer Vineyards Commercial Mortgage Assets, the Bankruptcy Court will determine which offer is the highest and best offer for the Placer Vineyards Commercial Mortgage Assets, and if necessary, USACM will request that the Bankruptcy Court conduct an auction for the Placer Vineyards Commercial Mortgage Assets.

Any opposition must be filed pursuant to Local Rule 9014(d)(1).

Local Rule 9014(d)(1): "Oppositions to a motion must be filed and service must be completed on the movant no later than fifteen (15) days after the motion is served except as provided by LR 3007(b) and LR 9006. If the hearing has been set on less than fifteen (15) days' notice, the opposition must be filed no later than five (5) business days before the hearing, unless the court orders otherwise. The opposition must set forth all relevant facts and any relevant legal authority. An opposition must be supported by affidavits or declarations that conform to the provisions of subsection (c) of this rule."

If you object to the relief requested, you *must* file a **WRITTEN** response to this pleading with the court. You *must* also serve your written response on the person who sent you this notice.

If you do not file a written response with the court, or if you do not serve your written response on the person who sent you this notice, then:

- The court may *refuse to allow you to speak* at the scheduled hearing; and
- The court may *rule against you* without formally calling the matter at the hearing.

NOTICE IS FURTHER GIVEN that the hearing on the said Motion will be held before a United States Bankruptcy Judge on **March 27, 2007**, in the Foley Federal Building, 300 Las Vegas Boulevard South, Third Floor, Bankruptcy Courtroom No. 1, Las Vegas, Nevada **at the hour of 9:30 a.m.**

DATED: March 15, 2007.

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